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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**DEBTORS' APPLICATION UNDER SECTION 327(e) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 2014(a) AND LOCAL RULE 2014-1 FOR AUTHORIZATION TO
EMPLOY AND RETAIN DORSEY & WHITNEY LLP AS
SPECIAL SECURITIZATION AND INVESTIGATORY COUNSEL TO THE DEBTORS,
NUNC PRO TUNC TO MAY 14, 2012**

TO THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE:

The debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors")¹ hereby move for entry of an order, under section 327(e) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014(a) of the Federal Rules of Bankruptcy Procedures and Local Rule 2014-1 of the Local Rules for the Bankruptcy Court for the Southern District of New York (the "Local Rules"), authorizing the Debtors to employ and retain Dorsey & Whitney LLP as special securitization and investigatory counsel to the Debtors, *nunc pro tunc*

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Whitlinger Affidavit (defined below).

to May 14, 2012 (the “Application”).² In support of the Application, the Debtors respectfully represent:

JURISDICTION

1. This Court has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are Bankruptcy Code section 327(e), Bankruptcy Rule 2014(a) and Local Rule 2014-1.

BACKGROUND

2. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee or examiner has been appointed in these Chapter 11 cases.

3. On May 16, 2012, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed a nine member official committee of unsecured creditors (the “Creditors’ Committee”).

4. The Debtors are a leading residential real estate finance company indirectly owned by Ally Financial Inc., which is not a Debtor. The Debtors and their non-debtor affiliates operate the fifth largest mortgage servicing business and the tenth largest mortgage origination business in the United States. A more detailed description of the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in the Affidavit of James Whitlinger, Chief Financial

² Creditors and parties-in-interest with questions or concerns regarding the Debtors’ Chapter 11 cases or the relief requested in this Application may refer to <http://www.kccllc.net/rescap> for additional information.

officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings (the “Whitlinger Affidavit”).

RELIEF REQUESTED

5. By this Application, the Debtors seek entry of an order, substantially in the form attached hereto as Exhibit 1, under section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1, for authorization to employ and retain Dorsey & Whitney LLP (“Dorsey & Whitney”) as Special Securitization and Investigatory Counsel to the Debtors, *nunc pro tunc* to May 14, 2012, to permit Dorsey & Whitney to continue its performance of legal services in connection with funding facilities, correspondent relationships, securities litigation, and government investigations. Dorsey & Whitney will coordinate with Morrison & Foerster such that the services provided by both Dorsey & Whitney and Morrison & Foerster are complimentary of each other and not duplicative.

6. This Application is supported by the Declaration of Thomas Kelly in Support of the Debtors’ Application, Pursuant to Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, for Authorization to Employ and Retain Dorsey & Whitney as Special Securitization and Investigatory Counsel to the Debtors, *Nunc Pro Tunc* to May 14, 2012 (the “Kelly Declaration”), attached hereto as Exhibit 2.

APPLICABLE AUTHORITY

7. Section 327(e) of the Bankruptcy Code states, in pertinent part:

The [debtor in possession], with this Court’s approval, may employ, for a specified special purpose, other than to represent the [debtor in possession] in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

8. By regulating the ability of the debtors in possession to retain professionals, section 327 of the Bankruptcy Code “‘serve[s] the important policy of ensuring that all professionals appointed . . . tender undivided loyalty and provide untainted advice and assistance in furtherance of their fiduciary responsibilities.’” In re The Leslie Fay Cos., Inc., 175 B.R. 525, 532 (Bankr. S.D.N.Y. 1994) (citation omitted). When evaluating a proposed retention, a bankruptcy court “‘should exercise its discretionary powers over the approval of professionals in a manner which takes into account the particular facts and circumstances surrounding each case and the proposed retention before making a decision.’” Bank Brussels Lambert v. Coan (In re Arochem Corp.), 176 F.3d 610, 621 (2d Cir. 1999) (citation omitted).

RETENTION OF DORSEY & WHITNEY IS WARRANTED

9. Since at least 1992, Dorsey & Whitney has represented the Debtors in a variety of legal matters, including mortgage warehouse lending, residential mortgage securitization, mortgage loan repurchase litigation, funding facilities, correspondent relationships, securities litigation, and government investigations. As further described below, Dorsey & Whitney currently represents certain of the Debtors in ongoing matters involving, among other things, private label securities and government investigations (the “Ongoing Matters”). Each of the Ongoing Matters is identified on Schedule 1 to the Kelly Declaration.

10. The Debtors selected Dorsey & Whitney as its counsel because of the firm’s extensive knowledge and experience in securitization and investigatory matters. The Debtors have employed Dorsey & Whitney for more than twenty (20) years as its representative in various matters. As a result of such prior and ongoing engagements, and the fact that two Dorsey & Whitney partners are former employees of the Debtors, Dorsey & Whitney has extensive knowledge of the Debtors’ businesses. Accordingly, retaining Dorsey & Whitney is an efficient and cost effective manner in which the Debtors may obtain the requisite services.

11. Dorsey & Whitney's representation of the Debtors in connection with the Ongoing Matters does not involve representing the Debtors in its bankruptcy case. Accordingly, the services rendered and functions to be performed by Dorsey & Whitney will not be duplicative of any bankruptcy-related work performed by Morrison & Foerster or any other law firms retained by the Debtors.

12. In light of the foregoing and the Kelly Declaration, the Debtors believe that Dorsey & Whitney is well qualified to represent the Debtors as Special Securitization and Investigatory Counsel pursuant to section 327(e) of the Bankruptcy Code, and that Dorsey & Whitney's retention would be in the best interest of the Debtors' estates, their creditors, and other parties in interest.

SCOPE OF SERVICES

13. Subject to approval of the Application, as Special Securitization and Investigatory Counsel, the Debtors seek to retain Dorsey & Whitney to, *inter alia*, represent the Debtors in connection with the Ongoing Matters and any similar matters that may arise during the pendency of the cases.

14. More specifically, in connection with the Ongoing Matters involving private label securities suits (Allstate, Huntington, Stichting and Union, as identified on Schedule 1 to the Kelly Declaration), Dorsey & Whitney will continue its representation of non-debtor defendants, including former directors and officers of the Debtors under indemnification agreements, to the extent the protection of the stay is not extended to them. Such representation is likely to include pursuit of motions to dismiss in Huntington and Stichting and, as necessary, discovery and trial. The nature of the work is described in detail in the Debtors' motion seeking to extend the protection of the stay to the non-debtor defendants. See Debtors' Motion to Extend Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain

Pending Litigation Against Debtors' Directors and Officers and Non-Debtor Corporate Affiliates,

Case No. 12-ap-01671 (MG) [Docket No. 4]. The Alliance preference action, which is described in greater detail in the Kelly Declaration, is subject to the automatic stay, but opposing counsel has made a settlement demand for an allowed claim in the cases. Dorsey & Whitney will coordinate with Morrison & Foerster on a response to that demand.

15. The four government investigations are not subject to the stay. Dorsey & Whitney will continue its representation of the Debtors, as well as of the individual former directors and officers of the Debtors, in connection with each of the investigations. Those representations, which are described in detail in the Kelly Declaration, are likely to include substantial discovery (electronic data and witness testimony) as well as, potentially, the defense of enforcement proceedings. Dorsey & Whitney has also provided ongoing advice and other services to the Debtors' treasury area in connection with the Debtors' funding facilities, banking relationships and related matters. Dorsey & Whitney will continue to provide such representation as requested, coordinating where appropriate with Morrison & Foerster.

DORSEY & WHITNEY'S DISINTERESTEDNESS

16. As stated in the Kelly Declaration, and to the best of the Debtors' knowledge, Dorsey & Whitney does not represent or hold any interest adverse to the Debtors or to its estates with respect to the matters upon which Dorsey & Whitney is to be engaged. As further stated in the Kelly Declaration, and to the best of the Debtors' knowledge, Dorsey & Whitney is not connected with the U.S. Trustee or any person employed by the U.S. Trustee.

COMPENSATION OF DORSEY & WHITNEY

17. The current hourly billing rates for the Dorsey & Whitney professionals that are expected to spend significant time on the case range from \$400 to \$780 for partners,

\$235 to \$495 for non-partner attorneys, and \$175 to \$250 for paralegals.³ In addition to the hourly billing rates set forth herein, Dorsey & Whitney customarily charges its clients for all reimbursable expenses incurred, including photocopying charges, messengers, courier mail, overtime, overtime meals, late night transportation, travel, lodging, meal charges for business meetings, postage, printing, transcripts, filing fees, computer research, and similar items.

18. The Debtors understand that Dorsey & Whitney intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United State Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses, and any other applicable procedures and orders of the Court. Dorsey & Whitney has agreed to accept as compensation such sums as may be allowed by the Court and understands that interim and final fee awards are subject to approval by the Court.

19. Prior to the Petition Date, Dorsey & Whitney received retainers totaling \$250,000 (the "Retainers"). By this Application, Dorsey & Whitney seeks authority to apply the Retainers against fees and disbursements for prepetition services unpaid as of the Petition Date. The portion of the Retainers not used to compensate Dorsey & Whitney for its prepetition services and expenses will be held by Dorsey & Whitney to compensate it for its postpetition services and expenses incurred to date and ongoing, upon approval by the Court.

20. To the best of the Debtors' knowledge, neither Dorsey & Whitney, nor any partner or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' Chapter 11 cases, other than as permitted by the Bankruptcy Code. Dorsey & Whitney has not agreed to

³ Such hourly rates are subject to change from time to time in the regular course of Dorsey & Whitney's business.

share compensation received in connection with this case with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among Dorsey & Whitney's partners.

NOTICE

21. Notice of this Application will be given to the following parties, or in lieu thereof, to their counsel: (a) the Office of the United States Trustee for the Southern District of New York; (b) the Office of the United States Attorney General; (c) the Office of the New York Attorney General; (d) the Office of the United States Attorney for the Southern District of New York; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; (g) each of the Debtors' prepetition lenders, or their agents, if applicable; (h) each of the indenture trustees for the Debtors' outstanding notes issuances; (i) Ally Financial Inc.; (j) Barclays Bank PLC, as administrative agent for the lenders under the debtor in possession financing facility; (k) Nationstar Mortgage LLC and its counsel; (l) the Creditors' Committee and (m) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

[concluded on following page]

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court (i) enter an order substantially in the form attached hereto as Exhibit 1 granting the relief requested in the Application and (ii) grant such other and further relief to the Debtors as the Court may deem just and proper.

Dated: June 26, 2012

RESIDENTIAL CAPITAL, LLC,
on behalf of itself and each of its Debtor
subsidiaries

By: /s/ James Whitlinger
Name: James Whitlinger
Title: Chief Financial Officer

EXHIBIT 1

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered

**ORDER UNDER SECTION 327(e) OF THE BANKRUPTCY CODE, BANKRUPTCY
RULE 2014(a) AND LOCAL RULE 2014-1 AUTHORIZING THE EMPLOYMENT AND
RETENTION OF DORSEY & WHITNEY AS SPECIAL SECURITIZATION
AND INVESTIGATORY COUNSEL TO THE DEBTORS,
NUNC PRO TUNC TO MAY 14, 2012**

Upon the application (the “Application”)¹ of the Debtors for entry of an order, under Bankruptcy Code section 327(e), Bankruptcy Rule 2014(a) and Local Rule 2014-1, authorizing, but not directing, the Debtors to employ and retain Dorsey & Whitney LLP (“Dorsey & Whitney”) as Special Securitization and Investigatory Counsel to the Debtors, *nunc pro tunc* to May 14, 2012, all as more fully described in the Application; and upon consideration of the Kelly Declaration; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue in these Chapter 11 cases and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this proceeding on the Application is a core proceeding pursuant to 28 U.S.C. § 157(b); and sufficient notice of the Application having been given under the circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Application is in the best interests of the Debtors’ estates, their

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application. Creditors and parties-in-interest with questions or concerns regarding the Debtors’ Chapter 11 cases or the relief granted herein may refer to <http://www.kccllc.net/rescap> for additional information.

creditors and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1, the Debtors are authorized to employ and retain Dorsey & Whitney as Special Securitization and Investigatory Counsel to the Debtors on the terms set forth in the Application and the Kelly Declaration.
3. Dorsey & Whitney shall apply for compensation and reimbursement of expenses incurred following the Petition Date in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Rules as may then be applicable from time to time, the United State Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses, and any additional procedures that may be established by order of this Court.
4. Dorsey & Whitney shall file with the Court and serve upon the U.S. Trustee and the Creditors' Committee appointed in these Chapter 11 cases a notice of any changes to its hourly billing rates for attorneys or other personnel performing services for the Debtors.
5. Dorsey & Whitney is authorized to apply its prepetition Retainer against fees and disbursements for prepetition services unpaid as of the Petition Date. Dorsey & Whitney shall apply any remaining amount of its prepetition retainer as a credit toward postpetition fees and disbursements, after such postpetition fees and expenses are approved pursuant to the procedures established by the Court for awarding fees and expenses to Dorsey & Whitney.

6. The Debtors are authorized, empowered and directed to take all actions necessary to implement the relief granted pursuant to this Order.

7. To the extent there may be any inconsistency between the terms of the Application, the Kelly Declaration and this Order, the terms of this Order shall govern.

8. Notwithstanding anything herein to the contrary, this Order shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates.

9. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: _____, 2012
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 2

Kelly Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**DECLARATION OF THOMAS KELLY IN SUPPORT OF THE DEBTORS'
APPLICATION UNDER SECTION 327(e) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 2014(a) AND LOCAL RULE 2014-1 FOR AUTHORIZATION TO
EMPLOY AND RETAIN DORSEY & WHITNEY AS SPECIAL SECURITIZATION
AND INVESTIGATORY COUNSEL TO THE DEBTORS,
NUNC PRO TUNC TO MAY 14, 2012**

Pursuant to sections 327 and 329 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and 28 U.S.C. § 1746, Thomas Kelly declares:

1. I am a partner of the firm of Dorsey & Whitney LLP ("Dorsey & Whitney"), 50 South Sixth Street, Suite 1500, Minneapolis, Minnesota 55402 and I am admitted to practice law before the Courts of the state of Minnesota.

2. I submit this declaration (the "Declaration") in support of the application (the "Application") filed by Residential Capital, LLC, *et al.* (the "Debtors") seeking authorization to employ Dorsey & Whitney as special securitization and investigatory counsel to the Debtors with respect to the Ongoing Matters (defined below) described on Schedule 1 hereto *nunc pro tunc* to May 14, 2012, as described in greater detail below and in the Application, and to provide disclosures required under Bankruptcy Rules 2014(a) and 2016(b).

3. Facts set forth in this Declaration are based upon information from, and discussions I or other Dorsey & Whitney personnel reporting to me have had with, (a) certain of my colleagues, including particularly James K. Langdon, who handles the Ongoing Matters

described in items 1, 3-11 and 14 on Schedule 1, and (b) the personnel at Dorsey & Whitney with administrative responsibilities for conflicts checking. We have reviewed (as described below) certain categories of parties from the list provided to Dorsey & Whitney by Morrison & Foerster LLP (“Morrison & Foerster”), the Debtors’ general bankruptcy counsel, on May 18, 2012 and thereafter supplemented as needed, which we understand remains substantially current (as supplemented, the “Conflicts Checklist”), setting forth certain of the creditors and other parties in interest of the Debtors in their Chapter 11 cases. This review was performed by the persons within Dorsey & Whitney with administrative responsibility for maintaining records of our representations, and their work was reviewed by Treavor Braiedy, the Conflicts Manager at Dorsey & Whitney.

4. If I were called upon to testify, I could and would testify competently to the facts set forth herein based *inter alia* upon the aforesaid review and input. I am authorized to submit this Declaration on behalf of Dorsey & Whitney.

SERVICES PERFORMED BY DORSEY & WHITNEY

5. The Debtors seeks to retain Dorsey & Whitney as special securitization and investigatory counsel pursuant to section 327(e) of the Bankruptcy Code, *nunc pro tunc* to May 14, 2012, to permit Dorsey & Whitney to continue its performance of legal services in connection with certain ongoing matters involving, among other things, private label securities and government investigations (the “Ongoing Matters”), each of which is identified on Schedule 1.

6. Dorsey & Whitney has extensive knowledge of and experience in securitization and investigating matters, and has been representing the Debtors, going back to at least 1992, on mortgage warehouse lending, residential mortgage securitization, mortgage loan repurchase litigation, funding facilities, correspondent relationships, securities litigation and

government investigations. Specifically, since 2007, Dorsey & Whitney has represented the Debtors in the Ongoing Matters. In addition, two Dorsey & Whitney partners, Cassandra Headrick and myself, are former employees of the Debtors.

7. Because Dorsey & Whitney had represented the Debtors in the Ongoing Matters and because such matters were continuing as of the Petition Date, the Debtors requested that Dorsey & Whitney continue to provide legal services to the Debtors, and Dorsey & Whitney did so at the Debtors' request. Pursuant to the Application, the Debtors requests *nunc pro tunc* approval of the fees and expenses incurred by Dorsey & Whitney in the provision of services in connection with the Ongoing Matters following the Petition Date, as well as authorization to pay out of prepetition retainer amounts the unpaid fees and expenses that Dorsey & Whitney incurred prior to the Petition Date.

8. In connection with the Ongoing Matters involving private label securities suits (Allstate, Huntington, Stichting and Union, as identified in Schedule 1), Dorsey & Whitney will continue its representation of non-debtor defendants, including former directors and officers of the Debtors under indemnification agreements, to the extent the protection of the stay is not extended to such parties. This representation is likely to include pursuit of motions to dismiss in Huntington and Stichting and, as necessary, discovery and trial. The nature of that work is described in the Debtors' motions seeking to extend the protection of the stay to non-debtor defendants. See Debtors' Motion to Extend Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Pending Litigation Against Debtors' Directors and Officers and Non-Debtor Corporate Affiliates, Case No. 12-ap-01671 (MG) [Docket No. 4].

9. The Alliance preference action has been pending since 2009 and has progressed through the fact and expert discovery stages. Both sides have filed motions for summary judgment, which are fully briefed and pending before the Delaware bankruptcy court in

the Alliance case. Two court-ordered mediations failed. After the Debtors filed their Chapter 11 petitions, counsel for the Alliance bankruptcy trustee demanded that Residential Funding Company, LLC, the applicable Debtor, stipulate to a proof of claim in an amount that the Debtors believe far exceeds the reasonable value of the lawsuit and threatened to file a motion seeking relief from the stay in the Debtors' cases if the applicable Debtor declined to stipulate to such amount. Dorsey & Whitney will coordinate with Morrison & Foerster on a response to that demand.

10. The four government investigations are not subject to the stay. The history of those investigations is as follows:

- (a) Investigation by the Denver office of the SEC. This investigation has been ongoing since December 2010. The SEC has issued a series of subpoenas seeking documents and information regarding repurchase obligations incurred as a result of early payment defaults, affidavit execution issues in connection with foreclosure proceedings, bulk settlements, and, most recently, document-related exceptions in connection with several securitizations issued in 2006 and 2007.
- (b) Investigation by the Los Angeles office of the SEC. This investigation began in February 2012 with a broad subpoena seeking, essentially, all communications and documents relating to residential mortgage-backed securities (defined as private-label securitizations) issued by ResCap affiliates between January 1, 2006 and the present. The categories of documents sought include not merely easily accessible files related to each transaction but also emails, evaluative reports and memoranda, and other documents not easily located. The total volume of documents sought will easily reach into the millions.
- (c) Investigation by the DOJ. The U.S. Department of Justice, acting through the U.S. Attorney's office for the Southern District of New York, issued two subpoenas in mid-2011 seeking documents related to (a) HUD quality control plans and FHA-insured mortgages and (b) origination and underwriting standards, default rates and repurchase demands. Shortly thereafter, the DOJ submitted a supplemental request for forty-five (45) fields of loan level data for all loans originated between 2001 and 2011. The effort to extract the loan level data for the approximately 3,000,000

loans originated in the time period has been extensive and challenging (requiring enormous resources from the Debtors).

- (d) Investigation by SIGTARP. In February 2012, the Office of the Special Inspector General for the Troubled Asset Relief Program issued subpoenas seeking the original notes and mortgages of all remaining loans in the pool securing one particular transaction. After negotiations, SIGTARP narrowed its focus to fifty (50) loans and has raised concerns regarding the documentation, enforceability and representations associated with the loans.

11. Dorsey & Whitney will continue its representation of the Debtors, as well as of the individual former directors and officers of the Debtors, in connection with each of the investigations. That representation is likely to include substantial discovery (electronic data and witness testimony) as well as, potentially, the defense of enforcement proceedings.

12. Dorsey & Whitney has also provided ongoing advice and other services to the Debtors' treasury area in connection with the Debtors' funding facilities, banking relationships and related matters. Dorsey & Whitney will continue to provide that representation as requested, coordinating where appropriate with Morrison & Foerster.

13. In light of the above, I believe that Dorsey & Whitney is well qualified to represent the Debtors in the Ongoing Matters, and I believe that Dorsey & Whitney's retention would be in the best interest of the Debtors' estates, its creditors, and other parties in interest.

14. Morrison & Foerster will represent the Debtors in connection with the financial restructuring of the Debtors and bankruptcy-specific issues. Because Dorsey & Whitney is not serving as the Debtors' bankruptcy counsel, it is our position that Dorsey & Whitney has not rendered "services . . . in contemplation of, or in connection within the case" within the meaning of section 329(a) of the Bankruptcy Code. Dorsey & Whitney's postpetition work hereafter will be comprised of continuing to represent the Debtors in connection with the

Ongoing Matters and any similar matters that may arise during the pendency of the bankruptcy cases. These matters do not involve representing the Debtors in its bankruptcy case.¹

15. Accordingly, the services rendered and functions to be performed by Dorsey & Whitney will not be duplicative of any bankruptcy-related work performed by Morrison & Foerster or any other law firms retained by the Debtors. As a result of the foregoing, I believe that Dorsey & Whitney is qualified to represent the Debtors as special securitization and investigatory counsel pursuant to section 327(e) of the Bankruptcy Code.

**“CONNECTIONS” OF DORSEY & WHITNEY WITH
RESPECT TO THE CASES**

16. Section 327(e) of the Bankruptcy Code provides that the Debtors “may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estates, and if such attorney does not represent or hold any interest adverse to the debtor or to the estates with respect to the matter on which such attorney is to be employed.” 11 U.S.C. § 327(e).

17. As discussed above, Dorsey & Whitney’s proposed retention as special securitization and investigatory counsel is for the Ongoing Matters and any similar matters that may arise during the pendency of the bankruptcy cases. Because of the limited nature of Dorsey & Whitney’s proposed retention after consultation with the Debtors’ bankruptcy counsel and in light of the requirements of section 327(e), Dorsey & Whitney has limited its efforts to a review for “connections” (as provided in Section 2014(a)) with regard to the parties listed on the Conflicts Checklist. The list of parties for whom connections were checked is set forth in Schedule 2 hereto, which is a list of the parties on the Conflicts Checklist. Dorsey & Whitney

¹ Notwithstanding the fact that representing the Debtors in the Ongoing Matters does not involve representing the Debtors in their bankruptcy cases, it is anticipated that the services Dorsey & Whitney will provide the Debtors will include any necessary assistance to the Debtors’ bankruptcy counsel with respect to its efforts to seek through the bankruptcy court approval process the approval of the contemplated plan of reorganization and related transactions.

has made no other effort to identify or particularize Dorsey & Whitney's connections with all parties who may have an interest in the bankruptcy estates.²

18. To determine Dorsey & Whitney's "connections" to the parties listed in Schedule 2, Dorsey & Whitney personnel reviewed our client database to determine whether Dorsey & Whitney had any present or former client relationships with the parties listed in Schedule 2 since at least January 1, 1999.³ To the extent that this review indicated that Dorsey & Whitney has represented, or currently represents, any of these entities, the identities of these parties and such parties' relationship to the Debtors and connection to Dorsey & Whitney are as described herein and/or set forth in Schedule 3.

19. To the best of my knowledge, insofar as we have been able to ascertain after reasonable inquiry (based on the review described above), Dorsey & Whitney has no connection with the parties listed in Schedule 2 hereto, except as set forth herein and in Schedule 3 hereto, and Dorsey & Whitney does not represent or hold any interest adverse to the Debtors or the Debtors' estates with respect to the Ongoing Matters.

20. Despite the efforts described above to identify and disclose connections with the parties listed in Schedule 2 hereto, Dorsey & Whitney is unable to state with certainty that every client connection of Dorsey & Whitney with any party that may have a direct interest in the Ongoing Matters described on Schedule 1 has been disclosed. In this regard, if Dorsey & Whitney discovers additional information that requires disclosure, Dorsey & Whitney will file supplemental disclosures with the Court.

² Even without engaging in a methodical review for connections, we are aware that Dorsey & Whitney does in fact represent, in matters unrelated to the Ongoing Matters, various of Debtors' creditors, bondholders, and contract counterparties who are listed in the Conflicts Checklist. Dorsey & Whitney also has business relationships with certain of the Debtors' creditors, bondholders, and contract counterparties who are listed in the Conflicts Checklist. Because of the limited nature of Dorsey & Whitney's proposed retention pursuant to section 327(e) of the Bankruptcy Code, these representations or relationships are not identified or particularized herein, except as listed on Schedule 3.

³ Were our review to extend further back in time, there might be additional connections that are not included on Schedule 3.

21. Dorsey & Whitney represents Ally Bank in connection with its warehouse lending business, including workouts of warehouse facilities provided by Ally Bank to its clients. In connection with those representations, Dorsey & Whitney works with GMAC Mortgage, LLC and Residential Funding Company, LLC (as well as Ally Bank) to recover on claims they have against the same clients in connection with correspondent loan seller relationships, particularly repurchase claims, because of cross-collateralization between warehouse facility and correspondent relationship claims. Dorsey & Whitney also provides advice to Ally Financial Inc. and Ally Securities, Inc. in connection with the business of Ally Securities, Inc. This advice primarily relates to regulations applicable to Ally Securities, Inc., which is a registered broker-dealer. None of these representations involves any adversity to any of the Debtors.

SECURITIES OWNERSHIP AND COMMERCIAL RELATIONSHIPS

22. We have not undertaken any effort to ascertain or report whether individual attorneys at Dorsey & Whitney received any services from the Debtors or any of the parties listed in Schedule 2 hereto, or whether any individual attorneys at Dorsey & Whitney have a business relationship with the Debtors or any of the other parties listed in Schedule 2 hereto. Various individual attorneys at Dorsey & Whitney have or may have such business relationships. Attorneys at Dorsey & Whitney may have relatives or spouses who are members of professional firms involved in these cases or employed by parties listed in Schedule 2 hereto. We have not undertaken any effort to ascertain or report the banking, insurance, brokerage or investment activities or familial connections of Dorsey & Whitney attorneys in preparing this Declaration.

**DORSEY & WHITNEY'S FEES AND COSTS
PRIOR TO THE PETITION DATE**

23. Dorsey & Whitney had incurred \$227,264.30 in fees and expenses that were not separately paid by the Debtors as of the Petition Date for services rendered by Dorsey & Whitney in connection with the Ongoing Matters. Prior to the Petition Date, Dorsey & Whitney received retainers from the Debtors in the total amount of \$250,000 to apply against unpaid fees and expenses as of the Petition Date, as well as to pay any fees and expenses following the Petition Date, subject to the approval of the Court. The portion of the retainer not used to compensate Dorsey & Whitney for its prepetition services and expenses will be held by Dorsey & Whitney as a retainer for postpetition services and expenses, as described below.

FEES AND ENGAGEMENT

24. The current hourly billing rates in effect as of May 22, 2012 for Dorsey & Whitney professionals expected to spend a significant time on the Ongoing Matters described on Schedule 1 range from \$400 to \$780 for partners, \$235 to \$495 for non-partner lawyers, and \$175 to \$250 for paralegals. In addition to the hourly billing rates set forth, Dorsey & Whitney customarily charges its clients for all reimbursable expenses incurred, including photocopying charges, messengers, courier mail, overtime, overtime meals, late night transportation, travel, lodging, meal charges for business meetings, postage, printing, transcripts, filing fees, computer research, and similar items. I believe that Dorsey & Whitney's billing rates, and the terms and conditions of Dorsey & Whitney's employment, are reasonable.

25. Prior to February 14, 2012 (the 90th day preceding the Petition Date), on December 23, 2011, Dorsey & Whitney received a payment in the amount of \$250,000 as a retainer to cover fees for future services rendered and costs incurred. During the ninety (90) days prior to the Petition Date, Dorsey & Whitney received payments for its work regarding the Ongoing Matters in an aggregate amount equal to \$694,735.78.

26. In addition, as stated above, Dorsey & Whitney, as of the Petition Date, had incurred \$227,264.30 in fees and costs that had not separately been paid by the Debtors. Dorsey & Whitney understands that the Debtors are seeking, on Dorsey & Whitney's behalf, permission from the Court to apply a portion of the retainer that Dorsey & Whitney received prior to the Petition Date to these unpaid fees and costs, as well as permission to apply the remaining portions of the retainer to ongoing fees and costs in the Ongoing Matters, as approved by the Bankruptcy Court.

27. Dorsey & Whitney intends to apply for compensation for professional services rendered in connection with the Ongoing Matters and any similar matters that may arise during the pendency of the cases, subject to Court approval and in compliance with the applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual and necessary expenses and other charges incurred by Dorsey & Whitney.

28. Consistent with past practice and its staffing procedures generally, a number of Dorsey & Whitney attorneys and paralegals have provided services to the Debtors from time to time. The name of each attorney and paralegal working on matters for the Debtors and the billing rate of each such individual will be reflected in the periodic fee applications filed by or on behalf of Dorsey & Whitney.

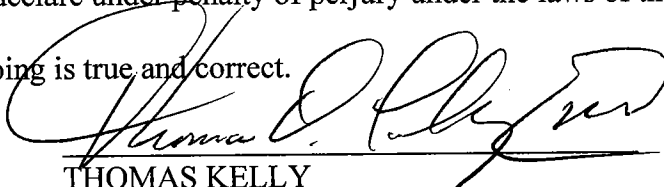
29. Dorsey & Whitney intends to maintain contemporaneous records of time expended and out-of-pocket expenses incurred in connection with providing services to the Debtors and to endeavor to submit fee applications to this Court for compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines set forth by the Executive Office of the United States Trustee, and any additional procedures that may be established by the Court in this Chapter 11 case. Dorsey & Whitney understands that interim and final fee awards are

subject to approval by this Court and Dorsey & Whitney has agreed to accept as compensation such sums as may be allowed by this Court.

30. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I nor Dorsey & Whitney, nor any partner or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' Chapter 11 cases, other than as permitted by the Bankruptcy Code. Dorsey & Whitney has not agreed to share compensation received in connection with these cases with any other person or entity, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among Dorsey & Whitney's partners.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: June 26, 2012
Minneapolis, Minnesota



THOMAS KELLY
DORSEY & WHITNEY LLP
50 South Sixth Street, Suite 1500
Minneapolis, MN 55402

Schedule 1

Ongoing Matters

	<u>Dorsey Client</u>	<u>Matter</u>
1.	Ally Bank (on behalf of Residential Funding Company, LLC)	Alliance Bancorp (Avoidance claims against RFC.)
2.	Residential Funding Company, LLC	New Century Post-Confirmation Trust (Representation of RFC on post-confirmation trust committee; fees are paid by the trust.)
3.	Residential Funding Company, LLC	Allstate Insurance Company, et al (Private securities claims against various Debtors.)
4.	Residential Funding Company, LLC	Huntington Bancshares, Inc.* (Private securities claims against various Debtors.)
5.	Residential Funding Company, LLC	Stichting Pensioenfonds ABD* (Private securities claims against various Debtors.)
6.	Residential Funding Company, LLC	Secondment of Associate (Dorsey associate working with ResCap legal department on a full time basis.)
7.	Residential Funding Company, LLC	Investigation by SIGTARP* (Government investigation involving various Debtors.)
8.	Residential Funding Company, LLC	Investigation by SEC-LA* (Government investigation involving various Debtors.)
9.	Residential Funding Company, LLC	Investigation by US-DOJ* (Government investigation involving various Debtors.)
10.	Residential Funding Company, LLC	Union Central Insurance Investor Litigation (Private Securities Claims against Various Debtors)

* Dorsey & Whitney also represents former directors and officers of ResCap and its subsidiaries in these matters under indemnification agreements.

11. Residential Funding Company, LLC Investigation by SEC-Denver* (Government investigation involving various Debtors.)
12. Residential Capital, LLC Treasury-General (Representation of ResCap in connection with its funding arrangements with Ally Financial Inc. and third parties, and related general advise.)
13. GMAC Mortgage, LLC Mortgage Electronic Registration System, Inc. (Advise)
14. Ally Bank (on behalf of itself, GMAC Mortgage, LLC and Residential Funding Company, LLC) Nationwide Mortgage Concepts LLC and Hanover Settlement and Escrow, LLC (Litigation to recover losses on Ally Bank warehouse facility (fully recovered) and loans purchased by GMAC Mortgage.)

Schedule 2

Overview: This Schedule provides the complete list of parties that Dorsey & Whitney personnel reviewed for “connections” as described in the Declaration.

MASTER CONFLICT LIST

2155 Northpark Lane LLC - No Client Relationship
2255 Partners, L.P. c/o M. David Paul Development LLC - No Client Relationship
50 BY 50, LLC - No Client Relationship
ABN AMRO Mortgage Group, Inc. – No Client Relationship
Abovenet Communications Inc. - No Client Relationship
Abreu, Steven M. – No Client Relationship
Acacia Life Insurance Company - No Client Relationship
Access National Mortgage Corporation - No Client Relationship
Ace Home Equity Loan Trust, Series 2007-SL3 – No Client Relationship
ACE Securities Corp. – No Client Relationship
ACT Mortgage Capital - No Client Relationship
Advantage Bank - No Client Relationship
Aegis Mortgage Corporation - No Client Relationship
Aegis Usa Inc. - No Client Relationship
Aegon USA Realty Advisors – Current Client Relationship
AIG Asset Management (U.S.), LLC, - No Client Relationship
Alan Gardner - No Client Relationship
AlixPartners – No Client Relationship
Alliance Bancorp – Former Client Relationship
Alliance Securities Corp. - No Client Relationship
AllianceBernstein Advisors - No Client Relationship
Allstate Bank (f/k/a Allstate Federal Savings Bank) - No Client Relationship
Allstate Insurance – No Client Relationship
Allstate Insurance Company – Former Client Relationship
Allstate Life Insurance Company – Former Client Relationship
Allstate Life Insurance Company of New York, Allstate Retirement Plan - No Client Relationship
Allstate New Jersey Insurance Company - No Client Relationship
Ally Bank – Current Client Relationship
Ally Financial Inc (f/k/a GMAC Inc.) - Current Client Relationship
Ally Investment Management LLC - No Client Relationship
Alternative Finance Corporation - No Client Relationship
Amalgamated Bank of New York - No Client Relationship
Ambac – No Client Relationship
Ambac Assurance Corp – Current Client Relationship
American Enterprise Investment Services Inc. – Former Client Relationship
American Equity Mortgage, Inc. – Former Client Relationship
American Heritage Life Insurance Company - No Client Relationship
American Home Mortgage - No Client Relationship

American Home Mortgage Acceptance, Inc. - No Client Relationship
American Home Mortgage Investment Trust 2005-2 - No Client Relationship
American Home Mortgage Investment Trust 2005-4A - No Client Relationship
American Home Mortgage Investment Trust 2006-2 - No Client Relationship
American Home Mortgage Investment Trust 2007-A - No Client Relationship
American Home Mortgage Servicing, Inc. - No Client Relationship
American Home Mortgage Trust 2004-4 - No Client Relationship
American Home Mortgage Trust 2005-1 - No Client Relationship
American Home Mortgage Trust 2005-2 - No Client Relationship
American Home Mortgage Trust 2005-4A - No Client Relationship
American Residential Equities XXVII, LLC - No Client Relationship
American Residential Equities, LLC - No Client Relationship
Amerquest Mortgage Company – Current Client Relationship
Ameritas Life Insurance Corp. - No Client Relationship
Andover Bank - No Client Relationship
Appaloosa Management L.P. - No Client Relationship
Arbor Commercial Mortgage, LLC - No Client Relationship
Aretakis, James - No Client Relationship
Asset Management Holding of South Florida, LLC - No Client Relationship
Assured Guaranty Corp. - No Client Relationship
Assured Guaranty Municipal Corp - No Client Relationship
AT&T – No Client Relationship
AT&T Mobility - No Client Relationship
Atlantic Financial Federal - No Client Relationship
Audobon Savings Bank - No Client Relationship
Aurora Loan Services Inc. - No Client Relationship
Aurora Loan Services LLC – Former Client Relationship
Avenel Realty Company d / b / a Avenel at Montgomery Square - No Client Relationship
Baer, Harold - No Client Relationship
Banc of America Funding 2005-3 Trust - No Client Relationship
Banc of America Funding 2005-8 Trust - No Client Relationship
Banc of America Funding 2006-1 Trust - No Client Relationship
Banc of America Funding 2006-4 Trust - No Client Relationship
Banc of America Funding Corporation - No Client Relationship
Banc of America Mortgage Capital Corporation – No Client Relationship
Bancap – No Client Relationship
Banco Mortgage Company – No Client Relationship
Banco Popular North America – No Client Relationship
Bank of America, N.A. – Current Client Relationship
Bank of America, National Association – Current Client Relationship
Bank of Hawaii – Former Client Relationship
Bank of New York Mellon – Current Client Relationship
Bank of New York Mellon, (The)/Barclays Capital – London – Current Client Relationship/ No Client Relationship
Bank of Nova Scotia/CDS – Former Client Relationship / No Client Relationship
Bank One, National Association – No Client Relationship

Bank One, Texas N.A. – No Client Relationship
Bank Rhode Island – No Client Relationship
Bank United, FSB – No Client Relationship
Bankatlantic, A Federal Savings Bank – No Client Relationship
Bankers Saving – No Client Relationship
Bankers Trust Company – Former Client Relationship
Banknorth Mortgage – No Client Relationship
BARC/FIXED – No Client Relationship
Barclays Bank PLC – Former Client Relationship
Barclays Capital Inc. /LE – Current Client Relationship
Batts, Deborah A. – No Client Relationship
Bay Atlantic Federal Credit Union – No Client Relationship
Bay Financial Savings Bank, FSB – No Client Relationship
Bayrock Mortgage Corporation – No Client Relationship
Bayview Acquisitions, LLC – No Client Relationship
Bayview Financial Asset Trust – No Client Relationship
Bayview Financial Property Trust – No Client Relationship
Bayview Financial Securities Company, LLC – No Client Relationship
Bayview Financial Trading Group, L.P. - Former Client Relationship
Bayview Financial, L.P. – Former Client Relationship
Bear Stearns Asset Backed Securities I, LLC – No Client Relationship
Bear Stearns Mortgage Capital Corporation – No Client Relationship
Bear Stearns Second Lien Trust 2007-1 – No Client Relationship
Bear Stearns Second Lien Trust 2007-SV1 – No Client Relationship
Bell Federal Savings and Loan Association – No Client Relationship
BellaVista Funding Corporation – No Client Relationship
Belvedere Trust Finance Corporation – No Client Relationship
Berkshire Hathaway Inc. – No Client Relationship
Berman, Richard M. – No Client Relationship
Bernstein, Stuart M. – No Client Relationship
BlackRock Global Investors – No Client Relationship
Bluebonnet Savings Bank FSB – No Client Relationship
BMMZ Holdings LLC – No Client Relationship
BNY Midwest Trust Company – No Client Relationship
BNYMellon – Current Client Relationship
Boilermaker Blacksmith National Pension Trust – No Client Relationship
Brandywine Cityplace LP – No Client Relationship
BREOF Convergence LP c/o Brookfield Real Estate Opportunity Fund – No Client Relationship, No Client Relationship
Brian Kessler, et al – No Client Relationship
Briccetti, Vincent L. – No Client Relationship
Broadway Federal Bank, FSB – No Client Relationship
Brothers Bank, FSB – No Client Relationship
Brown County, Ohio – No Client Relationship
Buchwald, Naomi Reice – No Client Relationship
Business Suites (Texas) LTD – No Client Relationship

Butte Savings and Loan Association – No Client Relationship
Caliber Funding, LLC – No Client Relationship
California Banking Association – No Client Relationship
California Federal Bank, FSB – No Client Relationship
California Housing Finance Agency – No Client Relationship
California Public Employees’ Retirement System – Former Client Relationship
Cambridge Place Collateral Management LLC – No Client Relationship
Cambridge Place Investment Management Inc. – No Client Relationship
Canada Mortgage Acceptance Corporation – No Client Relationship
Capital Crossing Bank – No Client Relationship
Capitol Federal Savings and Loan Association – No Client Relationship
Capstead Mortgage Corporation – No Client Relationship
Carter, Andrew L. – No Client Relationship
Castel, P. Kevin – No Client Relationship
CDC Mortgage Capital Inc. (Natixis) – No Client Relationship, No Client Relationship
Cedarbaum, Miriam Goldman – No Client Relationship
Cenfed Bank, a Federal Savings Bank – No Client Relationship
Cenlar FSB – No Client Relationship
Center Point Energy – Current Client Relationship
Center Township of Marion County - No Client Relationship
CenterState Bank of Florida, N.A. – No Client Relationship
Centerview Partners LLC – No Client Relationship
Central Bank of Jefferson County, Inc. – No Client Relationship
Century Bank, FSB – No Client Relationship
CenturyLink – Current Client Relationship
Cerberus Capital Management, L.P. – No Client Relationship
Cerebus FIM Investors LLC – No Client Relationship
Cerebus FIM, LLC – No Client Relationship
CFX Bank – No Client Relationship
Chapman, Shelley C. – No Client Relationship
Charles Schwab & Co., Inc. – Former Client Relationship
Charter One Bank, FSB – No Client Relationship
Charter One Bank, N.A. – No Client Relationship
Chase Bank of Texas, N.A. – No Client Relationship
Chase Manhattan Mortgage Corporation – No Client Relationship
Chemical Mortgage Company – No Client Relationship
Church-Dellinger, Victoria Jean – No Client Relationship
Cisco Systems Capital Corporation – No Client Relationship
Citi Financial Mortgage Co., Inc – No Client Relationship
Citibank (West), FSB – No Client Relationship
Citibank, N.A. – Current Client Relationship
CITIBK/GRP – No Client Relationship
Citigroup Global Markets Inc. – Current Client Relationship
Citigroup Global Markets Inc. /Salomon Brothers – Current Client Relationship/ Former Client Relationship
Citigroup Global Markets Realty Corp. – No Client Relationship

Citigroup Mortgage Loan Trust Inc. – No Client Relationship
CitiMortgage, Inc. – Former Client Relationship
CitiMortgage, Inc., as administrator for Texas Veterans Land Board – No Client Relationship
Citizens Bank of Connecticut – No Client Relationship
Citizens Bank of Massachusetts – No Client Relationship
Citizens Bank of New Hampshire – No Client Relationship
Citizens Bank of Pennsylvania – No Client Relationship
Citizens Bank, N.A. – No Client Relationship
Citizens Federal Bank, FSB – No Client Relationship
City of Eden Prairie – No Client Relationship
Clayton Fixed Income Services Inc. – Current Client Relationship
Clayton National, Inc. – No Client Relationship
CMC Investment Partnership – No Client Relationship
Coastal Banc Capital Corporation – No Client Relationship
Coastal Banc SSB – No Client Relationship
Coastal States Mortgage Corporation – No Client Relationship
Collective Federal Savings Bank – No Client Relationship
Colonial Mortgage Service Company – No Client Relationship
Columbus Life Insurance Company – No Client Relationship
Comcast – Current Client Relationship
Comerica Bank – Former Client Relationship
Community Lending, Incorporated – No Client Relationship
Communityone Bank, N.A. – No Client Relationship
ComUnity Lending, Incorporated – No Client Relationship
Connecticut Housing Finance Authority – No Client Relationship
Copperfield – No Client Relationship
Core, Cap Inc. – No Client Relationship
Corona Asset Management III, LLC – No Client Relationship
Cote, Denise L. – No Client Relationship
Countrywide Bank, N.A. – No Client Relationship
Countrywide Home Loans Servicing, LP – Current Client Relationship, BAC HOME LOANS SERVICING LP fka COUNTRYWIDE HOME LOANS SERVICING LP
Countrywide Home Loans, Inc. – Current Client Relationship
Credit Suisse First Boston Mortgage Securities Corp. – Former Client Relationship
Credit Suisse Securities (USA) LLC – Former Client Relationship
Credstar – No Client Relationship
Crotty, Paul A. – No Client Relationship
CSX – No Client Relationship
CTCE Federal Credit Union – No Client Relationship
CTX Mortgage Company, LLC – No Client Relationship
Cuna Mutual Group Mortgage Insurance Company – No Client Relationship
Daniels, George B.- No Client Relationship
David Lerner Associates, Inc. – No Client Relationship
Davis, Tracy Hope – No Client Relationship
DB Structured Products, Inc. – No Client Relationship

Del Amo Financial Center, LP – No Client Relationship
Delaware Housing Authority – No Client Relationship
Deloitte & Touche – Current Client Relationship
Deutsche Alt-A Securities, Inc. – No Client Relationship
Deutsche Bank AG New York Branch – Former Client Relationship
Deutsche Bank AG, New York – Former Client Relationship
Deutsche Bank National Trust Co. – Current Client Relationship
Deutsche Bank Securities, Inc. – Current Client Relationship
Deutsche Bank Trust Company Americas – Current Client Relationship
Deutsche Mortgage Securities, Inc. – No Client Relationship
Deutsche Zentral-genossenschaftsbank, New York Branch, d/b/a DZ Bank AG, New York Branch – No Client Relationship; No Client Relationship
DG Holding Trust – No Client Relationship
Dish Network – Current Client Relationship
ditech, LLC – No Client Relationship
DLJ Mortgage Acceptance Corp. – No Client Relationship
DLJ Mortgage Capital, Inc. – No Client Relationship
DOA Holding Properties, LLC – No Client Relationship
DOA Properties IX (Lots-Other), LLC – No Client Relationship
Dollar Bank, FSB – No Client Relationship
Don E. Diane M. Patterson – No Client Relationship; No Client Relationship
Dondzila, Catherine M. – No Client Relationship
Donna Moore – No Client Relationship
DRA CLP Esplanade LP c/o Colonial Properties Services Ltd Partnership – No Client Relationship; No Client Relationship
Drain, Robert – No Client Relationship
Drawbridge Consumer Funding Ltd - No Client Relationship
Drennen, Rowena L. – No Client Relationship
Driscoll, Michael – No Client Relationship
Duffy, Kevin T. – No Client Relationship
Dynex Securities Corporation – No Client Relationship
E*Trade Bank – No Client Relationship
E*Trade Clearing LLC – No Client Relationship
E*Trade Mortgage – No Client Relationship
E*Trade Wholesale Lending Corp. – No Client Relationship
EAB Mortgage Company, Inc. – No Client Relationship
Edward D. Jones & Co. – Current Client Relationship
EMC Mortgage Corporation – No Client Relationship
Emortgage Logic – No Client Relationship
Empire Mortgage X, Inc. – No Client Relationship
Encore Bank and National Association – No Client Relationship
Encore Savings Bank – No Client Relationship
Engelmayer, Paul A. – No Client Relationship
EPRE LLC – No Client Relationship
Equity Investment I, LLC – No Client Relationship
Erie Savings Bank – No Client Relationship

ETS of Virginia, Inc. – No Client Relationship
ETS of Washington, Inc. – No Client Relationship
Euclid Plaza Associates, LLC – No Client Relationship
Eurekabank – No Client Relationship
Everbank – No Client Relationship
Evercore – No Client Relationship
Executive Trustee Services LLC – No Client Relationship
Fairbanks Capital Corp. – No Client Relationship
Fairfax Savings Bank – No Client Relationship
Family Bank, FSB – No Client Relationship
Family Lending Services, Inc. – No Client Relationship
FBS Mortgage Corporation – Current Client Relationship
Federal Home Loan Bank of Atlanta – No Client Relationship
Federal Home Loan Bank of Boston – No Client Relationship
Federal Home Loan Bank of Chicago – No Client Relationship
Federal Home Loan Bank of Indianapolis – No Client Relationship
Federal Home Loan Mortgage Corporation – No Client Relationship
Federal Home Loan Mortgage Corporation (Freddie Mac) – No Client Relationship
Federal Housing Administration (FHA) – No Client Relationship
Federal Housing Finance Agency – No Client Relationship
Federal Insurance Group – No Client Relationship
Federal National Mortgage Association (Fannie Mae) – Former Client Relationship
Federal Trust Bank, FSB – No Client Relationship
FGIC – No Client Relationship
Fidelity Federal Bank – No Client Relationship
Fidelity Savings and Loan – No Client Relationship
Fifth Third Bank – Current Client Relationship
FIM Holdings LLC - No Client Relationship
Financial Asset Securities Corp. – No Client Relationship
Financial Guaranty Insurance Co. – Former Client Relationship
Financial Security Assurance Inc – Former Client Relationship
First Bank Incorporated – No Client Relationship
First Cap Holdings, Inc.- No Client Relationship
First Citizens Bank and Trust Company – No Client Relationship
First Citizens Mortgage Company – No Client Relationship
First Clearing, LLC – No Client Relationship
First Colonial Insurance Company – No Client Relationship
First Community Bank N.A. – Former Client Relationship
First Federal of Michigan – No Client Relationship
First Federal Savings and Loan Association of Storm Lake – No Client Relationship
First Guaranty Mortgage Corporation – No Client Relationship
First Horizon Home Loan Corporation – No Client Relationship
First Indiana Bank- No Client Relationship
First Internet Bank of Indiana – Former Client Relationship
First Massachusetts Bank, N.A. – No Client Relationship
First National Bank and Trust Company – Former Client Relationship

First National Bank of Arizona – Former Client Relationship
First National Bank of El Dorado – No Client Relationship
First Nationwide Mortgage Corporation – No Client Relationship
First NLC – Former Client Relationship
First Rate Capital Corporation – No Client Relationship
First Savings Mortgage Corporation – No Client Relationship
First Southwest Company - No Client Relationship
First Tennessee Bank National Association – Former Client Relationship
First Tennessee Capital Assets Corporation – No Client Relationship
First Trust Savings Bank – Former Client Relationship
First Union National Bank – Former Client Relationship
First-Citizens Bank & Trust Company – No Client Relationship
Firsttrust Bank – No Client Relationship
Fleet National Bank – Former Client Relationship
Fleming, Patrick – No Client Relationship
Flex Point Funding Corporation – No Client Relationship
Flick Mortgage Investors, Inc. – No Client Relationship
FNBA – No Client Relationship
Foreign Obligation Exchange, Inc. 2003-H12 – No Client Relationship
Foreign Obligation Exchange, Inc. 2003-H14 – No Client Relationship
Foreign Obligation Exchange, Inc. 2004-H11 – No Client Relationship
Foreign Obligation Export, Inc. – No Client Relationship
Forrest, Katherine B. – No Client Relationship
Fort Washington Active Fixed Income LLC – No Client Relationship
Fort Washington Investment Advisors, Inc. – Former Client Relationship
Fortress Credit Corp. – No Client Relationship
Fortress Investment Group, LLC – Former Client Relationship
FPA Corporation – No Client Relationship
Franklin Bank, SSB – No Client Relationship
Franklin Credit – No Client Relationship
Franklin Credit Management Corporation – No Client Relationship
FTI Consulting, Inc. – No Client Relationship
Gardephe, Paul G. – No Client Relationship
Gasparini, Elisabetta – No Client Relationship
Gateway Credit Union – No Client Relationship
Gateway Funding Diversified Mortgage Services, LP – No Client Relationship
GBM Properties, LLC – No Client Relationship
GE Capital Consumer Card Co. – No Client Relationship
GE Mortgage Services, LLC – No Client Relationship
General Electric Mortgage Insurance Corporation – Former Client Relationship
General Motors Company - No Client Relationship
Genesys Conferencing – No Client Relationship
Geneva Mortgage Corporation – No Client Relationship
Genworth Mortgage Insurance Corporation – No Client Relationship
Gerber, Robert E. – No Client Relationship
Germantown Savings Bank – Former Client Relationship

Gibbs & Bruns, LLP - No Client Relationship
Gibraltar Savings Association – No Client Relationship
Ginn Financial Services, LLC – No Client Relationship
Glenn, Martin – No Client Relationship
Global Capacity Group Inc. – No Client Relationship
GMAC Bank – Ally Bank fka GMAC Bank – Current Client Relationship
GMAC Commercial Finance, LLC - No Client Relationship
GMAC – RFC Holding Company, LLC – Current Client Relationship
GMAC Financiera S.A. de C.V. Sociedad Financiera de Objeto Multiple – No Client Relationship
GMAC LLC – Current Client Relationship
GMAC Model Home Finance I, LLC – No Client Relationship
GMAC Mortgage Group, LLC - No Client Relationship
GMAC Mortgage USA Corporation – No Client Relationship
GMAC Mortgage, LLC – Current Client Relationship
GMAC Residential Funding of Canada Limited – No Client Relationship
GMAC Residential Holding Company, LLC – No Client Relationship
GMAC RH Settlement Service, LLC – No Client Relationship
GMACM Borrower LLC – No Client Relationship
GMACM REO LLC – No Client Relationship
GMACR Mortgage Products, LLC – No Client Relationship
GMAC-RFC (No. 2) Limited – No Client Relationship
GMAC-RFC Auritec, S.A. – No Client Relationship
GMAC-RFC Direct Limited – No Client Relationship
GMAC-RFC Espana Hipotecas SL – No Client Relationship
GMAC-RFC Europe Limited – No Client Relationship
GMAC-RFC Holdings Limited – No Client Relationship
GMAC-RFC Property Finance Limited – No Client Relationship
Golden, Susan – No Client Relationship
Goldman Sachs International – Former Client Relationship
Goldman Sachs Mortgage Company – No Client Relationship
Goldman, Sachs & Co. – Current Client Relationship
Gonzalez, Arthur J. – Former Client Relationship
Gonzalo Residential Asset Trust – No Client Relationship
Government National Mortgage Association (Ginnie Mae) – No Client Relationship
Great American First Savings Bank – No Client Relationship
Great American Savings Bank – No Client Relationship
Green Planet Servicing, LLC – No Client Relationship
Green Tree Servicing LLC – Current Client Relationship
GreenPoint Mortgage Funding Trust 2005-HE4 – No Client Relationship
GreenPoint Mortgage Funding Trust 2006-HE1 – No Client Relationship
GreenPoint Mortgage Funding, Inc. – No Client Relationship
Greenwich Capital Acceptance, Inc. – Former Client Relationship
Greenwich Capital Financial Products, Inc. – Former Client Relationship
Greenwich Universal Portfolio – No Client Relationship
Griesa, Thomas P. – No Client Relationship

Gropper, Allan L. – No Client Relationship
GS Mortgage Securities Corp. No Client Relationship
GSAA Home Equity Trust 2005-9 – No Client Relationship
GSMPS Mortgage Loan Trust 2005-LT1 – No Client Relationship
GSR Mortgage Loan Trust 2006-AR2 – No Client Relationship
GSR Trust 2007-HEL1 – No Client Relationship
Guardian Savings Bank – No Client Relationship
Haight, Charles S. – No Client Relationship
Hamzhepour, Tammy – No Client Relationship
Hanover Capital Mortgage Holdings, Inc. – No Client Relationship
HarborView Mortgage Loan trust 2004-10 – No Client Relationship
Harney, Anthony J. - No Client Relationship
Hawaii Housing (Hula Mae) – No Client Relationship
Healthcare Employees Federal Credit Union – No Client Relationship
Hellerstein, Alvin K. – No Client Relationship
HFN REO SUB II, LLC – No Client Relationship
High Street Home Loans Limited – No Client Relationship
Hills, Garry - No Client Relationship
Home Connects Lending Services, LLC – No Client Relationship
Home Equity Loan Trust 2005-HS2 – No Client Relationship
Home Equity Loan Trust 2006-HSA2 – No Client Relationship
Home Equity Loan Trust 2006-HSA3 – No Client Relationship
Home Equity Loan Trust 2006-HSA5 – No Client Relationship
Home Equity Loan Trust 2007-HSA1 – No Client Relationship
Home Equity Loan Trust 2007-HSA3 - No Client Relationship
Home Federal Savings & Loan Association of Rome, Ga. – No Client Relationship
Home Loan Corporation – No Client Relationship
Home Loan Series 09-2028 – No Client Relationship
HomeBanc Mortgage – No Client Relationship
Homecomings Financial Real Estate Holdings, LLC – No Client Relationship
Homecomings Financial, LLC – Current Client Relationship
Homeowners Alliance - No Client Relationship
HomEq Servicing Corporation – No Client Relationship
Horner, Jill M. – No Client Relationship
Horsham Funding Inc. – No Client Relationship
Houlihan Lokey (Houlihan Lokey Howard & Zukin) - Former Client Relationship
Housing Opportunities Commission of Montgomery County, Maryland – No Client Relationship
HSBC Bank USA, National Association – No Client Relationship
HSH Nordbank AG – No Client Relationship
HSH Nordbank AG, Luxembourg Branch – No Client Relationship
HSH Nordbank AG, New York Branch – Former Client Relationship
HSH Nordbank Securities S.A. – No Client Relationship
HSI Asset Securitization Corporation – No Client Relationship
Hudson & Keyse, LLC – No Client Relationship
Hudson City Savings Bank – No Client Relationship

Huntington Bancshares Inc. – No Client Relationship
Huntington Federal Savings & Loan Association – No Client Relationship
Hyperion Capital Group LLC – No Client Relationship
IB Finance Holding Company, LL – No Client Relationship
IEX Corporation – No Client Relationship
III, Edward F. Smith, - Current Client Relationship
IKB Deutsche Industriebank AG – Former Client Relationship
IKB International S.A. (in Liquidation)- No Client Relationship
Ilany, Jonathan – No Client Relationship
IMPAC CMB Trust Series 2005-6 – No Client Relationship
IMPAC Funding Companies – No Client Relationship
IMPAC Funding Corporation – No Client Relationship
IMPAC Mortgage Holdings, Inc. – Former Client Relationship
IMPAC Secured Assets Corp. – No Client Relationship
Imperial Credit Industries, Inc. – Former Client Relationship
Indecomm Global Services – No Client Relationship
Independent Bank East Michigan – No Client Relationship
IndyMac Bank, FSB (now OneWest Bank, FSB) No Client Relationship, No Client Relationship
IndyMac MBS, Inc. – No Client Relationship
IndyMac Mortgage Holdings, Inc. – No Client Relationship
ING Bank, FSB – No Client Relationship
Inova Solutions – No Client Relationship
Integrity Life Insurance Company – No Client Relationship
Interactive Brokers Retail Equity Clearing – No Client Relationship
Intercall – No Client Relationship
Intervoice Inc. – No Client Relationship
Investment Capital Group – No Client Relationship
Iowa Public Employees Retirement System – No Client Relationship
Irwin Union Bank and Trust Company – No Client Relationship
Ixis Real Estate Capital Inc – No Client Relationship
J.P. Morgan Clearing Corp. – No Client Relationship
J.P. Morgan Securities LLC – Former Client Relationship
Jackson Federal Bank – No Client Relationship
Janney Montgomery Scott Inc. – No Client Relationship
Jones, Barbara S. – No Client Relationship
JP Morgan Chase – No Client Relationship
JPMorgan Chase Bank, N.A. – Former Client Relationship
Just Mortgage, Inc. – No Client Relationship
Kaiser Federal Bank – No Client Relationship
Kaplan, Lewis A. – No Client Relationship
Karas, Kenneth M. – No Client Relationship
Kelly Drye & Warren LLP – Former Client Relationship
Kennett Capital, Inc. – No Client Relationship
Keystone Nazareth Bank & Trust Company – No Client Relationship
Khodorovsky, Nazar – No Client Relationship

Kidder Peabody Mortgage Capital Corporation – No Client Relationship
Kirkland & Ellis LLP – Former Client Relationship
Koeltl, John G. – No Client Relationship
Kral, Kenneth L. – No Client Relationship
Kramer Levin et al – Former Client Relationship
Kurtzman Carson Consultants LLC – No Client Relationship
Lacera – No Client Relationship
Ladue Associates, Inc. – No Client Relationship
Lane, Sean H. – No Client Relationship
LaSalle Bank National Association – Current Client Relationship
Laster, Martéal – No Client Relationship
Lebank – No Client Relationship
Lehman Brothers Bank, FSB – Former Client Relationship
Lehman Brothers Holdings Inc. – Former Client Relationship
Lehman Capital, a division of Lehman Brothers Holdings Inc. – No Client Relationship
Level 3 Communications LLC – Current Client Relationship
Liberty Home Lending, Inc. – No Client Relationship
Liberty Property Limited Partnership – Former Client Relationship
Liberty Savings Bank, FSB – No Client Relationship
Lifland, Burton R. – No Client Relationship
Linden Assemblers Federal Credit Union - No Client Relationship
Litton Loan Servicing, LP – No Client Relationship
LNv Corporation – No Client Relationship
Loan Center of California – No Client Relationship
Loan Link Financial Services – No Client Relationship
Loan Value Group – No Client Relationship
Local #38 and Associates Credit Union – No Client Relationship
Lomas Mortgage USA, Inc. – Former Client Relationship
Loomis Sayles & Company- No Client Relationship
Los Angeles County Employees Retirement Association – No Client Relationship
Los Angeles Federal Savings – No Client Relationship
LPL Financial Corporation – Current Client Relationship
LPP Mortgage Ltd. – No Client Relationship
Luminent Mortgage Capital, Inc. – No Client Relationship
Lydian Private Bank – No Client Relationship
M&T Bank – Former Client Relationship
Mack, John E. – No Client Relationship
Macquarie Mortgage Funding Trust 2007-1 – No Client Relationship
Macquarie Mortgages USA Inc – No Client Relationship
MAIA Mortgage Finance Statutory Trust – No Client Relationship
Marano, Thomas – No Client Relationship
Marine Bank – No Client Relationship
Market Street Mortgage Corporation – No Client Relationship
Marrero, Victor – No Client Relationship
Massachusetts Mutual Life Insurance Co. – Current Client Relationship
Masumoto, Brian S. – No Client Relationship

Matrix Capital Bank – No Client Relationship
Mayer Brown LLP – No Client Relationship
MB Financial Bank N.A. – No Client Relationship
MBIA – Former Client Relationship
MBIA Insurance Corporation – Former Client Relationship
MBIA, Inc. - No Client Relationship
MCA Finance Limited – No Client Relationship
McKenna, Lawrence M. – No Client Relationship
McMahon, Colleen – No Client Relationship
MediaCom – No Client Relationship
Medway Savings Bank – No Client Relationship
Mellon Bank – Former Client Relationship
Mellon/McMahon Real Estate Advisors Inc. – No Client Relationship
Mercer - No Client Relationship
Merck Sharp & Dohme Federal Credit Union – No Client Relationship
Mercury Mortgage Finance Statutory Trust – No Client Relationship
Meridian Mortgage Corporation – No Client Relationship
Merrill Lynch Bank & Co. – No Client Relationship
Merrill Lynch Hunton Paige – No Client Relationship
Merrill Lynch Mortgage Capital Inc. – No Client Relationship
Merrill Lynch Mortgage Holdings, Inc. – No Client Relationship
Merrill Lynch Mortgage Investors, Inc. – No Client Relationship
Merrill Lynch Mortgage Lending, Inc. – Former Client Relationship
Merrill Lynch Safekeeping – No Client Relationship
Metlife Bank, N.A. – No Client Relationship
Metrocities Mortgage Corp., LLC – No Client Relationship
Metropolitan Life Insurance Company – Former Client Relationship
Meyer, Darsi – No Client Relationship
Micro-Tel Center – No Client Relationship
Mid America Bank, FSB – No Client Relationship
MidAmerican Energy – No Client Relationship
MidFirst Bank – Former Client Relationship
Midland Financial Savings and Loan Association – No Client Relationship
Midwest Operating Engineers Pension Trust Fund – No Client Relationship
Mint I, LLC – No Client Relationship
Mint II, LLC – No Client Relationship
Mississippi Home Corporation – No Client Relationship
Mitchell, Ruth – No Client Relationship
Mitchell, Steven – Current Client Relationship (Similar Name)
Moelis & Company - No Client Relationship
Money Bank Investment Corporation – No Client Relationship
Monterey I Holdings – No Client Relationship
Morgan Stanley & Co. LLC – Former Client Relationship
Morgan Stanley Capital I Inc. – No Client Relationship
Morgan Stanley Mortgage Capital Inc. – Former Client Relationship
Morgan Stanley Mortgage Loan Trust 2005-3AR – No Client Relationship

Morgan Stanley Smith Barney LLC – Current Client Relationship
Morris, Cecelia G. – No Client Relationship
Morrison Cohen LLP - No Client Relationship
Morrison & Foerster LLP – Former Client Relationship
Morrissey, Richard C. – No Client Relationship
Mortgage Asset Securitization Transactions, Inc. – No Client Relationship
Mortgage Asset Securitization Trust – No Client Relationship
Mortgage Guaranty Insurance Corp. – No Client Relationship
Mortgage Interest Networking Trust II – No Client Relationship
Mortgage Investors Corporation - No Client Relationship
MortgageIT Holdings Inc. – No Client Relationship
MortgageIT Securities Corp. – No Client Relationship
MortgageIT Trust 2005-4 – No Client Relationship
MortgageIT, Inc – No Client Relationship
MRF 3 LLC – No Client Relationship
Mrit Securities Corporation – No Client Relationship
Mutual Savings & Loan Association of Charlotte, N.C. – No Client Relationship
Mutual Savings Bank – No Client Relationship
Nakano, Serene – No Client Relationship
Nathan, Alison J. – No Client Relationship
National Bank of Commerce – Former Client Relationship
National Credit Union Administration Board – No Client Relationship
National Default Servicing, LLC – No Client Relationship
National Financial Services LLC – No Client Relationship
National Guarantee plc – No Client Relationship
National Integrity Life Insurance Company – No Client Relationship
National Motors Bank FSB – No Client Relationship
Nationstar Mortgage, LLC – No Client Relationship
Nees, Louis A. – No Client Relationship
Neighborhood Housing Services of America and Philadelphia N.H.S. – No Client Relationship
NETBANK – Former Client Relationship
Network Funding L.P. – No Client Relationship
Neuwest Equity Partners – No Client Relationship
New Century Mortgage Securities, Inc. – No Client Relationship
New Cumberland Federal Credit Union – No Client Relationship
New Jersey Carpenters Health Fund – No Client Relationship
New Jersey Carpenters Vacation Fund – No Client Relationship
New Jersey Carpenters Vacation Fund – No Client Relationship
New Penn Financial, LLC – No Client Relationship
New Towne Center Inc. - No Client Relationship
New York Life Insurance and Annuity Corporation – No Client Relationship
New York Life Insurance Company – Former Client Relationship
Nomura Asset Acceptance Corporation – No Client Relationship
Nomura Credit & Capital, Inc. – No Client Relationship
Nomura Home Equity Loan, Inc. – No Client Relationship

North Jersey Federal Credit Union, Inc. – No Client Relationship
Northwest Funding, Inc. – No Client Relationship
Northwestern National Bank of Minneapolis – Former Client Relationship
Norwest Bank Minnesota, National Association – No Client Relationship
Norwest Mortgage, Inc. – Former Client Relationship
Ocwen Federal Bank FSB – Former Client Relationship
Ocwen Loan Servicing, LLC – No Client Relationship
Oetken, J. Paul – No Client Relationship
Ohio Savings Bank – No Client Relationship
Oppenheimer & Co. Inc. – Former Client Relationship
Opteum Financial Services, LLC – No Client Relationship
Option One Mortgage Corporation – Former Client Relationship
OptionXpress, Inc – No Client Relationship
Orange County Employees Retirement System – No Client Relationship
Oregon Housing and Community Services Department – No Client Relationship
Owen, Richard – Former Client Relationship
P. Schoenfeld Asset Management – Former Client Relationship
Paine Webber Real Estate Securities Inc. – No Client Relationship
Parkside Lending, LLC – No Client Relationship
Parkvale Savings Bank – No Client Relationship
Passive Asset Transactions, LLC – No Client Relationship
PATI A, LLC – No Client Relationship
PATI B, LLC – No Client Relationship
PATI Real Estate Holdings, LLC – No Client Relationship
Patterson, Robert P. – No Client Relationship
Paul Financial, LLC – No Client Relationship
Pauley, William H. – No Client Relationship
Paulson & Co. Inc. – No Client Relationship
PBC San Jose, LLC – No Client Relationship
PBC Walnut Creek, LLC – No Client Relationship
Peck, James M. – No Client Relationship
Pensabene, Joseph A. – No Client Relationship
Penson Financial Services, Inc. – Former Client Relationship
Pentwater Capital Management – No Client Relationship
People Savings Bank, Inc., SSB – No Client Relationship
Peoples Heritage Savings Bank – No Client Relationship
Pershing LLC – No Client Relationship
PHH Mortgage – No Client Relationship
Philadelphia Federal Credit Union – No Client Relationship
Pinnacle Capital Mortgage Corporation – No Client Relationship
Pinnacle Financial Corporation – No Client Relationship
Plaza Home Mortgage, Inc. – No Client Relationship
PMC Bancorp – No Client Relationship
PMI Mortgage Insurance Co. – No Client Relationship
PNC Bank, N.A. – Current Client Relationship
PNC Mortgage Securities Corp. – No Client Relationship

Police and Fire Retirement System of the City of Detroit – No Client Relationship
Pomona First Federal Bank and Trust – No Client Relationship
Preska, Loretta A. – No Client Relationship
PricewaterhouseCoopers – Current Client Relationship
Principal Asset Markets, Inc. – No Client Relationship
Principal Bank – No Client Relationship
Principal Mutual Life Insurance Company – Former Client Relationship
Private Capital Group – No Client Relationship
Private Label Group Limited – No Client Relationship
Private Label Mortgage Services Limited – No Client Relationship
Putnam Investment Management – No Client Relationship
Quaker City Bank – No Client Relationship
Quicken Loans Inc. – Current Client Relationship
Radian Asset Assurance Inc. – No Client Relationship
Radian Guaranty Inc. – No Client Relationship
RAHI A, LLC – No Client Relationship
RAHI B, LLC – No Client Relationship
RAHI Real Estate Holdings, LLC – No Client Relationship
Rakoff, Jed S. – No Client Relationship
Ramos, Edgardo – No Client Relationship
Raymond, James & Associates, Inc. – Former Client Relationship
RBC Capital Markets, LLC – Current Client Relationship
RBS Citizens, National Association – Current Client Relationship
RCSFJV2004, LLC – No Client Relationship
Real Time Resolutions, Inc. – No Client Relationship
Real Time Solutions – No Client Relationship
Realty Mortgage Corporation – No Client Relationship
Realty World - Graham/Grubbs and Associates - No Client Relationship
Redevelopment Authority of the County of Berks – No Client Relationship
Redlands Federal Bank, FSB – No Client Relationship
Redwood Trust, Inc. – No Client Relationship
Regus Management Group LLC - No Client Relationship
Reliance Federal Credit Union – No Client Relationship
Republic Mortgage Insurance Company – No Client Relationship
Residential Accredit Loans, Inc. – Current Client Relationship
Residential Asset Mortgage Products, Inc. – Current Client Relationship
Residential Asset Securities Corporation – Current Client Relationship
Residential Capital, LLC – Current Client Relationship
Residential Consumer Services of Alabama, LLC – No Client Relationship
Residential Consumer Services of Ohio, LLC – No Client Relationship
Residential Consumer Services of Texas, LLC – No Client Relationship
Residential Consumer Services, LLC – No Client Relationship
Residential Funding Company, LLC – Current Client Relationship
Residential Funding Mortgage Exchange, LLC – No Client Relationship
Residential Funding Mortgage Securities I, Inc. – Current Client Relationship
Residential Funding Mortgage Securities II, Inc. – Current Client Relationship

Residential Funding Real Estate Holdings, LLC – No Client Relationship
Residential Mortgage Assistance Enterprise, LLC – No Client Relationship
Residential Mortgage Real Estate Holdings, LLC – No Client Relationship
Resolution Capital Advisors, LLC – No Client Relationship
RFC – GSAP Servicer Advance, LLC – No Client Relationship
RFC Asset Holdings II, LLC – No Client Relationship
RFC Asset Management, LLC – No Client Relationship
RFC Borrower LLC – No Client Relationship
RFC Construction Funding, LLC – No Client Relationship
RFC REO LLC – No Client Relationship
RFC SFJV-2002, LLC – No Client Relationship
Riddle, Mindy – No Client Relationship
Ridgewood Savings Bank – No Client Relationship
Riffkin, Linda A. – No Client Relationship
Riggs Bank N.A. – No Client Relationship
Rio Debt Holdings (Ireland) Limited – No Client Relationship
Rochester Community Savings Bank – No Client Relationship
Roosevelt Management Company, LLC – No Client Relationship
Ropes & Gray LLP – Current Client Relationship
Rubenstein Associates, Inc. – No Client Relationship
Rural Housing – No Client Relationship
RWT Holdings, Inc. – No Client Relationship
Ryland Acceptance Corporation Four – No Client Relationship
SACO I Trust 2005-GP1 – No Client Relationship
SACO I Trust 2006-8 – No Client Relationship
Sall, Mohammed A. – No Client Relationship
Salomon Brothers Realty Corp. – No Client Relationship
Sand, Leonard B. – No Client Relationship
Saxon Mortgage Funding Corporation – No Client Relationship
Scheindlin, Shira A. – No Client Relationship
Schwartz, Andrea B. – No Client Relationship
Schwartzberg, Paul K. – No Client Relationship
Scottrade, Inc. – No Client Relationship
Sea Breeze Financial Services, Inc. - No Client Relationship
Sealink Funding Limited – No Client Relationship
Sealink Funding Ltd. – No Client Relationship
Sebring Capital – No Client Relationship
Secured Bankers Mortgage Company – No Client Relationship
Security Investors LLC – No Client Relationship
Security National – No Client Relationship
Security Pacific National Bank – Former Client Relationship
Security Pacific National Company – No Client Relationship
Seibel, Cathy – No Client Relationship
Select Portfolio Servicing Inc. – No Client Relationship
Sequoia Funding Trust – No Client Relationship
Sequoia Residential Funding, Inc. – No Client Relationship

Shearson Lehman Government Securities, Inc. – No Client Relationship
Shellpoint Mortgage LLC – No Client Relationship
Sidley Austin LLP – Current Client Relationship
Sierra Pacific Mortgage, Inc – No Client Relationship
Silver Point Capital, L.P. – Former Client Relationship
Silver State Financial Services, Inc. – No Client Relationship
Silvergate Bank – No Client Relationship
Skadden, Arps, Slate, Meagher & Flom LLP – Former Client Relationship
Skyline Financial Corp. – No Client Relationship
SMFC Funding Corporation – No Client Relationship
SN Servicing Corporation – No Client Relationship
SNBOA, LLC – Former Client Relationship
Southbank – No Client Relationship
Southern Pacific Thrift and Loan Association – No Client Relationship
SouthStar Funding, LLC – No Client Relationship
Southwest Savings and Loan Association – No Client Relationship
Sovereign Bank, FSB – No Client Relationship
Specialized Loan Servicing LLC – No Client Relationship
Sprint – No Client Relationship
St. Paul Federal Bank for Savings – No Client Relationship
Stanton, Louis L. – No Client Relationship
Stanwich Mortgage Acquisition Company, LLC – No Client Relationship
State of Ohio – No Client Relationship
State Street Bank and Trust Company – Former Client Relationship
Stein, Sidney H. – No Client Relationship
Sterling Savings Bank – No Client Relationship
Steven And Ruth Mitchell – Former Client Relationship, No Client Relationship
Steward Financial, Inc. – No Client Relationship
Stichting Pensioenfonds ABP – No Client Relationship
Stifel, Nicolaus & Company Incorporated – Former Client Relationship
Stonebridge Bank – No Client Relationship
Strauss, Thomas M. – No Client Relationship
Structured Asset Mortgage Investments II Inc. – No Client Relationship
Structured Asset Mortgage Investments, Inc. – No Client Relationship
Structured Asset Securities Corporation – No Client Relationship
Structured Mortgage Investments II Inc. – No Client Relationship
Sullivan, Richard J. – No Client Relationship
Summit Savings & Loan Association – No Client Relationship
Suntrust – No Client Relationship
Suntrust Asset Funding, LLC – No Client Relationship
Superior Bank – No Client Relationship
Susquehanna Bank – No Client Relationship
Swain, Laura Taylor – No Client Relationship
Sweet, Robert W. – No Client Relationship
Syncora Guarantee Inc. – No Client Relationship
Taconic Capital Advisors, L.P. – No Client Relationship

Taylor, Bean Whitaker – No Client Relationship
TCF National Bank – Current Client Relationship
TCIF, LLC – No Client Relationship
TD Ameritrade Clearing, Inc. – No Client Relationship
Teachers Insurance and Annuity Association of America c/o Northmarq RES – Former Client Relationship
TeleBank – No Client Relationship
Terwin Advisors LLC – No Client Relationship
Terwin Mortgage Trust 2006-6- No Client Relationship
Terwin Securitization LLC – No Client Relationship
The Ace Group – No Client Relationship
The Bank of New York Mellon – Current Client Relationship
The Canada Trust Company – No Client Relationship
The Charles Schwab Corporation – No Client Relationship
The Chase Manhattan Bank – Former Client Relationship
The First Boston Corporation – Former Client Relationship
The First National Bank of Glens Falls – No Client Relationship
The Frost National Bank – No Client Relationship
The Housing and Redevelopment Authority in and for the City of Minneapolis – No Client Relationship
The Industrial Commission of North Dakota – Current Client Relationship
The Irvine Company LLC - No Client Relationship
The Mortgage Store Financial, Inc. – No Client Relationship
The New York Mortgage Company, LLC – No Client Relationship
The Office Annex, Inc. – No Client Relationship
The Travelers Indemnity Company – Current Client Relationship
The Union Central Life Insurance Company – No Client Relationship
The Western and Southern Life Insurance Company – Former Client Relationship
The Winter Group – No Client Relationship
Thrivent Balanced Fund – No Client Relationship
Thrivent Balanced Portfolio – No Client Relationship
Thrivent Bond Index Portfolio – No Client Relationship
Thrivent Core Bond Fund – No Client Relationship
Thrivent Financial Defined Benefits Plan Trust – No Client Relationship
Thrivent Financial for Lutherans – Current Client Relationship
Thrivent Income Fund – No Client Relationship
Thrivent Limited Maturity Bond Fund – No Client Relationship
Thrivent Limited Maturity Bond Portfolio – No Client Relationship
Tiffany Smith – No Client Relationship
Timber Hill LLC – No Client Relationship
Time Warner Cable – Former Client Relationship
Time Warner Telecom – No Client Relationship
Treasury Bank, N.A. – No Client Relationship
Treasury Bank, N.A. – No Client Relationship
Tri Counties Bank – No Client Relationship
Tri Country Area Federal Credit Union – No Client Relationship

Triad Guaranty Insurance Corporation – No Client Relationship
Truman Capital Securitization LLC – No Client Relationship
Tyson, William N. – No Client Relationship
U.S. Bank National Association – Current Client Relationship
U.S. Central Federal Credit Union – No Client Relationship
UBS Financial Services LLC – No Client Relationship
UBS Real Estate Securities Inc. – No Client Relationship
UBS Securities LLC- Former Client Relationship
UBS Warburg Real Estate Securities Inc. – No Client Relationship
UBS Warburg, LLC – Former Client Relationship
United Capital Mortgage, LLC – No Client Relationship
United Federal Savings Bank – No Client Relationship
United Financial Mortgage Corporation – No Client Relationship
United Guaranty Residential Insurance Company – No Client Relationship
United Savings Association of Texas, FSB – No Client Relationship
Unity Bank – No Client Relationship
Universal Master Servicing, LLC – No Client Relationship
US Bank – Current Client Relationship
US Bank Home Mortgage – Current Client Relationship
Us Bank, N.A. – Current Client Relationship
US National Association – No Client Relationship
USAA Federal Savings Bank – No Client Relationship
Valley Independent Bank – No Client Relationship
Vanguard Marketing Corporation – No Client Relationship
Velez-Rivera, Andy – No Client Relationship
Veridian Credit Union f/k/a John Deere Community Credit Union - No Client Relationship
Verizon – No Client Relationship
Verizon Business – No Client Relationship
Verizon California – No Client Relationship
Verizon Wireless - No Client Relationship
Vermont Mortgage Group, Inc. – No Client Relationship
W.E.G., Jr., Inc. d / b / a Highland-March Beverly Suites – No Client Relationship
Wachovia Bank Na – Current Client Relationship
Wachovia Bank, National Association – Current Client Relationship
Wachovia Mortgage Corporation – No Client Relationship
Walter Mortgage Company – No Client Relationship
Washington Mutual Bank – No Client Relationship
Washington Mutual Mortgage Securities Corp. – No Client Relationship
Waste Management – Former Client Relationship
Waterloo Water Works – No Client Relationship
Webster Bank – No Client Relationship
Wells Fargo & Company – Current Client Relationship
Wells Fargo Bank Minnesota, N.A. – Current Client Relationship
Wells Fargo Bank N.A – Current Client Relationship
Wells Fargo Bank, N.A. – Current Client Relationship
Wells Fargo Bank, National Association – Current Client Relationship

West Virginia Investment Management Board – No Client Relationship
West, Pamela E. – No Client Relationship
Western & Southern – No Client Relationship
Western Asset Management Company – No Client Relationship
Western Corporate Federal Credit Union – No Client Relationship
Western Financial Savings Bank, FSB – No Client Relationship
Western-Southern Life Assurance Company – No Client Relationship
WestStar Mortgage, Inc. – No Client Relationship
White & Case – Former Client Relationship
Whitlinger, James – No Client Relationship
Wilkinson, Winston Carlos – No Client Relationship
Wilmington Trust Company – Current Client Relationship
Wilshire Credit Corporation – Former Client Relationship
Winter Group – No Client Relationship
Witmer Funding LLC – No Client Relationship
WMCC Clayton / Washington Mutual Bank – No Client Relationship
WMD Capital Markets, LLC – No Client Relationship
Wood, Kimba M. – No Client Relationship
Xcel Energy – Current Client Relationship
Zipes, Greg M. – No Client Relationship

Schedule 3

Overview: As described in the Declaration, to determine Dorsey & Whitney’s “connections” to the parties listed in Schedule 2, Dorsey & Whitney personnel with the administrative responsibility for conflicts checking reviewed Dorsey & Whitney’s client database to determine whether Dorsey & Whitney had any client relationships with the parties listed in Schedule 2 since at least January 1, 1999. To the extent that this review indicated that Dorsey & Whitney has represented, or currently represents, any of these entities, the identities of the parties and such parties’ relationship to the Debtors and connection to Dorsey & Whitney are set forth below. Dorsey & Whitney does not have any active matters which it was, as of or since the petition date, adverse to any of the Debtors.

POTENTIALLY INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	POSSIBLE RELATIONSHIP TO DORSEY & WHITNEY
Aegon USA Realty Advisors	Other Counterparty to Servicing Agreements	Current Client
Alliance Bancorp	Other Counterparty to Servicing Agreements	Former Client
Allstate Insurance Company	Party to Litigation	Former Client
Allstate Life Insurance Company	Party to Litigation	Former Client
Ally Bank	Depositing Bank; Other Counterparty to Servicing Agreements	Current Client (None of these representations are adverse to the Debtors.)
Ally Financial Inc. (f/k/a GMAC Inc.)	Party to Funding Agreement; Other Counterparty to Servicing Agreements	Current Client (None of these representations involve the Debtors; we represent the Debtors in matters adverse to AFI.)
Ambac Assurance Corp	Consolidated Top 50 Creditor	Current Client (None of these representations are adverse to the Debtors.)
American Enterprise Investment Services Inc.	Bondholder	Former Client
American Equity Mortgage, Inc.	Other Counterparty to Servicing Agreements	Former Client
Amerquest Mortgage Company	Other Counterparty to Servicing Agreements	Current Client
Aurora Loan Services LLC	HELOC Investor; Other Counterparty to Servicing Agreements	Former Client
Bank of America, N.A.	Depositing Bank	Current Client
Bank of America, National Association	Other Counterparty to Servicing Agreements	Current Client

Bank of Hawaii	Other Counterparty to Servicing Agreements	Former Client
Bank of New York Mellon	Depositing Bank; HELOC Investor; Servicing Counterparty-Trustee	Current Client
Bank of New York Mellon(The)/Barclays Capital - London	Bondholder	Current Client
Bank of Nova Scotia/CDS	Bondholder	Former Client
Bankers Trust Company	Other Counterparty to Servicing Agreements	Former Client
Barclays Bank PLC	Party to Funding Agreement; Consultant/Professional	Former Client
Barclays Capital Inc./LE	Bondholder	Current Client
Bayview Financial Trading Group, L.P.	Other Counterparty to Servicing Agreements	Former Client
Bayview Financial, L.P.	Other Counterparty to Servicing Agreements	Former Client
BNYMellon	Consolidated Top 50 Creditor	Current Client
California Public Employees' Retirement System	Other Counterparty to Servicing Agreements	Former Client
Center Point Energy	Utility	Current Client
CenturyLink	Utility	Current Client
Charles Schwab & Co., Inc.	Bondholder	Former Client
Citibank, N.A.	Party to Funding Agreement; Depositing Bank; Servicing Counterparty-Trustee	Current Client
Citigroup Global Markets Inc.	Bondholder	Citigroup Global Markets Inc.
Citigroup Global Markets Inc./Salomon Brothers	Bondholder	Current Client/ Former Client
CitiMortgage, Inc.	Other Counterparty to Servicing Agreements	Former Client
Clayton Fixed Income Services Inc.	Other Counterparty to Servicing Agreements	Current Client
Comcast	Utility	Current Client
Comerica Bank	Other Counterparty to Servicing Agreements	Former Client
Countrywide Home Loans Servicing, LP	Other Counterparty to Servicing Agreements	Current Client (BAC HOME LOANS SERVICING LP FKA COUNTRYWIDE HOME LOANS SERVICING LP)
Countrywide Home Loans, Inc.	Other Counterparty to Servicing Agreements	Current Client
Credit Suisse First Boston Mortgage Securities Corp.	Other Counterparty to Servicing Agreements	Former Client

Credit Suisse Securities (USA) LLC	Bondholder	Former Client
Deloitte & Touche	Consultant/Professional	Current Client
Deutsche Bank AG New York Branch	Other Counterparty to Servicing Agreements	Former Client
Deutsche Bank AG, New York	Consolidated Top 50 Creditor	Former Client
Deutsche Bank National Trust Co.	HELOC Investor; Servicing Counterparty-Trustee	Current Client
Deutsche Bank Securities, Inc.	Bondholder	Current Client
Deutsche Bank Trust Company Americas	Party to Funding Agreement; Depositing Bank; Servicing Counterparty-Trustee; Consolidated Top 50 Creditor	Current Client
Dish Network	Utility	Current Client
Edward D. Jones & Co.	Bondholder	Current Client
FBS Mortgage Corporation	Other Counterparty to Servicing Agreements	Current Client
Federal National Mortgage Association (Fannie Mae)	Servicing Counterparty-GSE	Former Client
Fifth Third Bank	Other Counterparty to Servicing Agreements	Current Client
Financial Guaranty Insurance Co.	Party to Litigation; Consolidated Top 50 Creditor	Former Client
Financial Security Assurance Inc.	Servicing Counterparty-Mortgage/Monoline Insurer	Former Client
First Community Bank N.A.	Other Counterparty to Servicing Agreements	Former Client
First Internet Bank of Indiana	Other Counterparty to Servicing Agreements	Former Client
First National Bank and Trust Company	Other Counterparty to Servicing Agreements	Former Client
First National Bank of Arizona	Other Counterparty to Servicing Agreements	Former Client
First NLC	Other Counterparty to Servicing Agreements	Former Client
First Tennessee Bank National Association	Other Counterparty to Servicing Agreements	Former Client
First Trust Savings Bank	Other Counterparty to Servicing Agreements	Former Client
First Union National Bank	Other Counterparty to Servicing Agreements	Former Client
Fleet National Bank	Other Counterparty to Servicing Agreements	Former Client
Fort Washington Investment	Party to Litigation	Former Client

Advisors, Inc.		
Fortress Investment Group, LLC	Consultant/Professional	Former Client
General Electric Mortgage Insurance Corporation	Servicing Counterparty-Mortgage/Monoline Insurer	Former Client
Germantown Savings Bank	Other Counterparty to Servicing Agreements	Former Client
GMAC Bank		Current Client
GMAC LLC		Current Client
GMAC – RFC Holding Company, LLC	Debtor/Subsidiary	Current Client
GMAC Mortgage, LLC	Debtor/Subsidiary	Current Client
Goldman Sachs International	Bondholder	Former Client
Goldman, Sachs & Co.	Bondholder	Current Client
Gonzalez, Arthur J.	Bankruptcy Judge (New York)	Former Client
Green Tree Servicing LLC	Other Counterparty to Servicing Agreements	Current Client
Greenwich Capital Acceptance, Inc.	Other Counterparty to Servicing Agreements	Current Client
Greenwich Capital Financial Products, Inc.	Other Counterparty to Servicing Agreements	Former Client
Homecomings Financial, LLC	Debtor/Subsidiary	Current Client
Houlihan Lokey Howard & Zukin		Former Client
HSH Nordbank AG, New York Branch	Party to Litigation	Former Client
IKB Deutsche Industriebank AG	Party to Litigation	Former Client
IMPAC Mortgage Holdings, Inc.	Other Counterparty to Servicing Agreements	Former Client
Imperial Credit Industries, Inc.	Other Counterparty to Servicing Agreements	Former Client
J.P. Morgan Securities LLC	Bondholder	Former Client
JPMorgan Chase Bank, N.A.	Depositing Bank; Servicing Counterparty-Trustee	Former Client
Kelly Drye & Warren LLP		Former Client
Kirkland & Ellis LLP	Consultant/Professional	Former Client
Kramer Levin et al		Former Client
LaSalle Bank National Association	Servicing Counterparty-Trustee	Current Client
Lehman Brothers Bank, FSB	Other Counterparty to Servicing Agreements	Former Client

Lehman Brothers Holdings Inc.	Other Counterparty to Servicing Agreements; Consolidated Top 50 Creditor	Former Client
Level 3 Communications LLC	Utility	Current Client
Liberty Property Limited Partnership	Landlord/Tenant	Former Client
Lomas Mortgage USA, Inc.	Other Counterparty to Servicing Agreements	Former Client
LPL Financial Corporation	Bondholder	Current Client
M&T Bank	Depositing Bank	Former Client
Massachusetts Mutual Life Insurance Co.	Party to Litigation	Current Client
MBIA	Servicing Counterparty-Mortgage/Monoline Insurer	Former Client
MBIA Insurance Corporation	Party to Litigation	Former Client
Mellon Bank	Other Counterparty to Servicing Agreements	Former Client
Merrill Lynch Mortgage Lending, Inc.	Other Counterparty to Servicing Agreements	Former Client
Metropolitan Life Insurance Company	Other Counterparty to Servicing Agreements	Former Client
MidFirst Bank	Other Counterparty to Servicing Agreements	Former Client
Mitchell, Steven	Party to Litigation; Consolidated Top 50 Creditor	Current Client
Morgan Stanley & Co. LLC	Bondholder	Former Client
Morgan Stanley Mortgage Capital Inc.	Other Counterparty to Servicing Agreements	Former Client
Morgan Stanley Smith Barney LLC	Bondholder	Current Client
Morrison & Foerster LLP		Former Client
National Bank of Commerce	Other Counterparty to Servicing Agreements	Former Client
NETBANK	Other Counterparty to Servicing Agreements	Former Client
New York Life Insurance Company	Other Counterparty to Servicing Agreements	Former Client
Northwestern National Bank of Minneapolis	Other Counterparty to Servicing Agreements	Former Client
Norwest Mortgage, Inc.	Other Counterparty to Servicing Agreements	Former Client
Ocwen Federal Bank FSB	Other Counterparty to Servicing Agreements	Former Client
Oppenheimer & Co. Inc.	Bondholder	Former Client
Option One Mortgage Corporation	Other Counterparty to Servicing Agreements	Former Client

Owen, Richard	District Court Judge (New York)	Former Client
P. Schoenfeld Asset Management	Bondholder	Former Client
Penon Financial Services, Inc.	Bondholder	Former Client
PNC Bank, N.A.	Other Counterparty to Servicing Agreements	Current Client
PricewaterhouseCoopers	Consultant/Professional	Current Client
Principal Mutual Life Insurance Company	Other Counterparty to Servicing Agreements	Former Client
Quicken Loans Inc.	Other Counterparty to Servicing Agreements	Current Client
Raymond, James & Associates, Inc.	Bondholder	Former Client
RBC Capital Markets, LLC	Bondholder	Current Client
RBS Citizens, National Association	Other Counterparty to Servicing Agreements	Current Client
Residential Accredit Loans, Inc.	Debtor/Subsidiary	Current Client
Residential Asset Mortgage Products, Inc.	Debtor/Subsidiary	Current Client
Residential Asset Securities Corporation	Debtor/Subsidiary	Current Client
Residential Capital, LLC	Debtor/Subsidiary	Current Client
Residential Funding Company, LLC	Debtor/Subsidiary	Current Client
Residential Funding Mortgage Exchange, LLC	Debtor/Subsidiary	Current Client
Residential Funding Mortgage Securities I, Inc.	Debtor/Subsidiary	Current Client
Residential Funding Mortgage Securities II, Inc.	Debtor/Subsidiary	Current Client
Ropes & Gray LLP		Current Client
Security Pacific National Bank	Other Counterparty to Servicing Agreements	Former Client
Sidley Austin LLP	Consultant/Professional	Current Client
Silver Point Capital, L.P.	Bondholder	Former Client
Skadden, Arps, Slate, Meagher & Flom LLP	Consultant/Professional	Former Client
Smith, Edward F. III	Officer and/or Director	Current Client
SNBOA, LLC	Other Counterparty to Servicing Agreements	Former Client
State Street Bank and Trust Company	Depositing Bank	Former Client
Stifel, Nicolaus & Company	Bondholder	Former Client

Incorporated		
TCF National Bank	Other Counterparty to Servicing Agreements	Current Client
Teachers Insurance and Annuity Association of America c/o Northmarq RES	Landlord/Tenant	Former Client
The Bank of New York Mellon	Depositing Bank; HELOC Investor; Servicing Counterparty-Trustee	Current Client
The Chase Manhattan Bank	Other Counterparty to Servicing Agreements	Former Client
The First Boston Corporation	Other Counterparty to Servicing Agreements	Former Client
The Industrial Commission of North Dakota	Servicing Counterparty-Housing/Local Agency	Current Client
The Travelers Indemnity Company	Other Counterparty to Servicing Agreements	Current Client
The Western and Southern Life Insurance Company	Party to Litigation	Former Client
Thrivent Financial for Lutherans	Party to Litigation; Consolidated Top 50 Creditor	Current Client
Time Warner Cable	Utility	Former Client
U.S. Bank National Association	Party to Funding Agreement; Depositing Bank; Servicing Counterparty-Trustee	Current Client
UBS Securities LLC	Bondholder	Former Client
UBS Warburg, LLC	Other Counterparty to Servicing Agreements	Former Client
US Bank	Consolidated Top 50 Creditor	Current Client (We represented U.S. Bank as trustee on a note issuance by ResCap, but the representation is inactive.)
US Bank Home Mortgage	Other Counterparty to Servicing Agreements	Current Client
US Bank, N.A.	HELOC Investor	Current Client
Wachovia Bank NA	HELOC Investor	Current Client
Wachovia Bank, National Association	Depositing Bank; Other Counterparty to Servicing Agreements	Current Client
Waste Management	Utility	Former Client
Wells Fargo & Company	Consolidated Top 50 Creditor	Current Client
Wells Fargo Bank Minnesota, N.A.	Servicing Counterparty-Trustee	Current Client

Wells Fargo Bank N.A	Consolidated Top 50 Creditor	Current Client
Wells Fargo Bank, N.A.	Party to Funding Agreement; HELOC Investor	Current Client
Wells Fargo Bank, National Association	Servicing Counterparty-Trustee	Current Client
White & Case		Former Client
Wilmington Trust Company	Servicing Counterparty-Trustee	Current Client
Wilshire Credit Corporation	Other Counterparty to Servicing Agreements	Former Client
Xcel Energy	Utility	Current Client